

ESTEE LAUDER COMPANIES INC
Form 4
September 09, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lauder William P

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/04/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVE.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V	Amount	Price
Class A Common Stock	09/04/2015		A ⁽¹⁾		11,553 ⁽¹⁾	A	\$ 0
Class A Common Stock	09/04/2015		F ⁽²⁾		4,763	D	\$ 77.35
Class A Common Stock					10,468	I	by children of Reporting Person

Class A Common Stock	795,615	I	as co-trustee of 1992 GRAT Remainder f/b/o William P. Lauder
Class A Common Stock	24,360	I	as co-trustee of 1992 GRAT Remainder f/b/o Gary M. Lauder

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 77.35	09/04/2015		A	37,538	<u>(3)</u>	09/04/2025	Class A Common Stock	37,538
Restricted Stock Units (Share Payout)	\$ 0 <u>(4)</u>	09/04/2015		A	11,204	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	11,204

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
Lauder William P THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10036	X	X	Executive Chairman	

Signatures

William P. Lauder, by Maureen Sladek,
Attorney-in-fact

09/09/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Reflects payout of Performance Share Units ("PSUs") granted to Reporting Person on September 4, 2012.
- (2) Represents the withholding of shares for tax purposes in connection with the payout of the PSUs.
- (3) Stock options granted pursuant to Fiscal 2002 Share Incentive Plan in respect of 12,512 shares exercisable from and after January 1, 2017; 12,513 shares exercisable from and after January 1, 2018; and 12,513 shares exercisable from and after January 1, 2019.
- (4) Not applicable. Restricted Stock Units vest and are paid out in shares of Class A Common Stock on a one-to-one basis on the applicable vesting date.

- Assuming continued employment, the Restricted Stock Units granted on September 4, 2015 will vest and be paid out as follows: 3,734 on October 31, 2016; 3,735 on October 31, 2017; and 3,735 on October 31, 2018. Assuming continued employment, the Restricted Stock Units held by the Reporting Person will vest and be paid out as follows: 11,256 on November 2, 2015; 11,506 on October 31, 2016; 7,379 on October 31, 2017; and 3,735 on October 31, 2018. Upon payout, shares will be withheld to cover minimum statutory tax obligations. Restricted Stock Units are accompanied by dividend equivalent rights that will be payable in cash at the time of payout of the related shares.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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